

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

SKYLINE SOFTWARE SYSTEMS, INC.
Plaintiff,

v.

KEYHOLE, INC.,
Defendant.

CIVIL ACTION NO. 04-111DPW

**AFFIDAVIT OF AHARON YARON IN SUPPORT OF
SKYLINE'S SUR-REPLY BRIEF IN OPPOSITION TO
DEFENDANT'S MOTION TO TRANSFER VENUE**

1. I am the President of Skyline Software Systems, Inc. ("Skyline"), a Delaware corporation with its principal place of business located at 500 West Cummings Park, Suite 5960, Woburn, Massachusetts 01801. I make this affidavit in support of Skyline's sur-reply in opposition to the defendant's motion to transfer venue. I have personal knowledge of the following facts and could competently testify as to their truth.

2. Skyline is a small company with a workforce of seventeen individuals. Seven of these individuals work in the United States. Five of the individuals work at Skyline's Woburn, Massachusetts office. The other two individuals reside in Virginia and Florida. The remainder of Skyline's individuals are based in Israel. Most of Skyline's marketing, sales, and management activities occur in Massachusetts.

3. In addition to myself, at least three others residing and working in Massachusetts are likely to testify in this case. Specifically, Daphna Yaron, a key software developer at Skyline, Pinhas Goldman, another Skyline manager, and Joseph Paris, Skyline's accountant and financial advisor are all Skyline witnesses that may

testify at trial. Paul Collins, another Skyline executive who resides in Virginia and frequently travels to Massachusetts, is likely to be a witness.

4. Although Skyline maintains a relationship with Oracle and Intel Corporation, both of which are headquartered in California, this business does not require travel to California. Skyline deals with Oracle through Oracle's New Hampshire based Spatial Database Development Group and its Government Business Group in Washington. The relationship with Intel is primarily for marketing purposes and does not involve travel to California. No Skyline employee has ever visited Oracle or Intel offices in California. Skyline employees do not travel to California on a regular basis.

5. Paul Collins, Skyline's CEO, rarely travels to California.

6. The second inventor of the '189 Patent, Ofer Shor, as well as several other senior developers for Skyline, reside in Tel Aviv, Israel. Travel to the West Coast by any of Skyline's Israeli employees would be extremely inconvenient in terms of travel time and distance and expense.

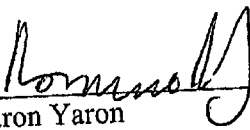
7. Attached hereto as Exhibit A is a true and accurate copy of a Skyline Press Release dated September 9, 2003, available at http://www.skylinesoft.com/corporate/whatsnew/whatsnew_press-releases.asp.

8. Attached hereto as Exhibit B is a true and accurate copy of Google's web page as of December 2, 2004, offering Keyhole's product as one of Google's "tools," available at: <http://www.google.com/options/index.html>.

9. Attached hereto as Exhibit C is a true and accurate copy of an editorial written by Joe Francica that appeared in Directions Magazine on October 29, 2004, entitled "Google Acquires Keyhole; CBS Enlists Help of ESRI."

10. Attached hereto as Exhibit D are true and accurate copies of articles appearing in the following publications: "Google Acquires Map Maker Keyhole," Monterey Herald.com, October 28, 2004, available at: <http://montereyherald.com/mld/montereyherald/business/10036512.htm>; "Keyhole Bought By Google For 3D Mapping," Digital-Lifestyle.info, October 28, 2004, available at: http://digital-lifestyles.info/display_page.asp?section=cm&id=1716; "Google Acquires Keyhole Corp.," Directions Magazine, October 27, 2004, available at: <http://www.directionsmag.com/press.releases/index.php?duty=Show&id=10485>.

I declare under the pains and penalties of perjury, in accordance with 28 U.S.C. § 1746, that the forgoing is true and correct.


Aharon Yaron

December 3, 2004

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